FORM D

SFC Wall Processing Bection UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

AUG 122008

Washington, DC

101

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

1435696

OMB APPROVAL

OMB Number: 3235-0076

Expires: August 31,2008 Estimated average burden hours per response.....16.00

SEC USE ONLY							
Prefix	Serial						
j							
DATE RECEIVED							
	1						

Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section 4(6) Type of Filing: New Filing Amendment	nroe
A. BASIC IDENTIFICATION DATA	
. Enter the information requested about the issuer	1
Name of Issuer (check if this is an amendment and name has changed, and indicate change.) MLG Capital 2008 LLC	08057789
Address of Executive Offices (Number and Street, City, State, Zip Code) 13400 Bishops Lane, Suite 100, Brookfield, WI 53005	Telephone Number (Including Area Code) (262) 938-4403
Address of Principal Business Operations (Number and Street, City, State, Zip Code) if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Real Estate Investment	PROCESSED
business trust limited partnership, to be formed limited liabi	please specify): Aug 1 5 2008 THOMSON REUTE
Month Year Actual or Estimated Date of Incorporation or Organization: 013 018 X Actual Esti urisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for Stat CN for Canada; FN for other foreign jurisdiction)	maicu
GENERAL INSTRUCTIONS	· · · · · · · · · · · · · · · · · · ·
Federal: Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D 7d(6).	or Section 4(6), 17 CFR 230.501 et seg, or 15 U.S.C.
, w(v).	
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given by the high it is due, on the date it was mailed by United States registered or certified mail to that address.	. A notice is deemed filed with the U.S. Securities
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering nd Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given he	. A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20 Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manual	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on 549.
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering must be filed no later than 15 days after the first sale of securities in the offering the december of the date it is received by the SEC at the address given by which it is due, on the date it was mailed by United States registered or certified mail to that address.	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on 549. y signed. Any copies not manually signed must be rt the name of the issuer and offering, any changes
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering not Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given be which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20 Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manual hotocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only reponented, the information requested in Part C, and any material changes from the information previously supp	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on 549. y signed. Any copies not manually signed must be rt the name of the issuer and offering, any changes
When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given by which it is due, on the date it was mailed by United States registered or certified mail to that address. Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20. Topies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manual hotocopies of the manually signed copy or bear typed or printed signatures. Information Required: A new filing must contain all information requested. Amendments need only reponented, the information requested in Part C, and any material changes from the information previously support be filed with the SEC.	A notice is deemed filed with the U.S. Securities elow or, if received at that address after the date on 549. y signed. Any copies not manually signed must be ret the name of the issuer and offering, any changes ied in Parts A and B. Part E and the Appendix need securities in those states that have adopted securities Administrator in each state where sales in the exemption, a fee in the proper amount shall

filing of a federal notice.

A. BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer. Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. General and/or Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director Managing Partner Member Full Name (Last name first, if individual) MLG Capital 2008 LLC Business or Residence Address (Number and Street, City, State, Zip Code) 13400 Bishops Lane, Suite 100, Brookfield, WI 53005 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Promoter ☐ Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Executive Officer Promoter ☐ Beneficial Owner Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: Beneficial Owner Executive Officer General and/or Promoter Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) Check Box(es) that Apply: ☐ Beneficial Owner ☐ Executive Officer ☐ Director Promoter General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) ☐ Beneficial Owner Executive Officer Check Box(es) that Apply: Promoter Director General and/or Managing Partner Full Name (Last name first, if individual) Business or Residence Address (Number and Street, City, State, Zip Code) (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

					В. І	NFORMAT	TON ABOU	T OFFER	ING				-
I.	Hac the	icener col	d or does t	he iconer i	ntend to se	ell to non-	ccredited	invectors i	n this offer	ina?		Yes	No F
•.	1143 1110	. 133461 3010	u, or does t			n Appendix					•••••••••		图
2.	-										\$_25	,000.00	
										Yes	No		
3.										区			
4.	commis If a pers or state	ssion or sim son to be lis s, list the na	ilar remune sted is an as:	ration for s sociated po roker or d	solicitatior erson or ag ealer. If m	of purchas ent of a bro ore than fiv	ers in conn ker or deale e (5) perso	ection with or registere ns to be lis	sales of se d with the S ted are asso	curities in 1 SEC and/or	the offering. with a state sons of such	!	
	I Name (ot applica		first, if ind	ividual)									
			Address (N	lumber an	d Street, C	ity, State, 2	Zip Code)				<u> </u>		
_													
Naı	me of As	sociated Ba	roker or De	aler									
Sta	tes in WI	nich Person	Listed Ha	s Solicited	or Intend	to Solicit	Purchasers	;					
	(Check	"All States	s" or check	individual	l States)	••••••				,	••••••	☐ Al	ll States
	AL IL MT RI	AK IN NE SC	IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR
Ful	Full Name (Last name first, if individual)												
Bus	siness or	Residence	Address (?	Number an	d Street, C	City, State,	Zip Code)		<u> </u>				
Nar	ne of As	sociated Br	oker or De	aler									
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	or check	individual	States)	*************		***************************************		••••	,	□ VI	l States
	AL IL MT RI	IN NE SC	IA NV SD	KS NH TN	CA KY NJ TX	CO LA NM UT	ME NY VT	MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	MS OR WY	ID MO PA PR
Full	l Name (Last name	first, if indi	vidual)									
Bus	iness or	Residence	Address (1	Number an	d Street, C	ity, State, 7	Zip Code)		<u>-</u>				
Nan	ne of Ass	ociated Br	oker or Dea	ıler									
Stat	es in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
	(Check	"All States	or check	individual	States)	•••••						☐ All	States
	IL MT RI	AK IN NE SC	AZ IA NV SD	AR KS NH TN	CA KY NJ TX	CO LA NM UT	CT ME NY VT	DE MD NC VA	DC MA ND WA	FL MI OH WV	GA MN OK WI	HI MS OR WY	MO PA PR

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	ς	Amount Already
	Type of Security	Offering Price	Sold
	Debt	\$_0.00	\$ 0.00
	Equity		\$ 0.00
	☐ Common ☐ Preferred		0.00
	Convertible Securities (including warrants)		\$ 0.00
	Partnership Interests Other (Specify Member Interests)		
	Total	\$	\$ 4,000,000.00
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	31	\$ 4,000,000.00
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		
	Answer also in Appendix. Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
	Type of Offering	Type of Security	Dollar Amount Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$ <u>0.00</u>
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs		\$
	Legal Fees		\$
	Accounting Fees		\$
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)	_	\$
	Other Expenses (identify)	_	\$
	Total		s 0.00

	C. OFFERING PRICE, NU	PROCEEDS			
	and total expenses furnished in response to Part C -	ering price given in response to Part C — Question 1 — Question 4.a. This difference is the "adjusted gros	s	\$4,000,000.00	
5.	each of the purposes shown. If the amount for	proceed to the issuer used or proposed to be used for any purpose is not known, furnish an estimate and of the payments listed must equal the adjusted gross art C — Question 4.b above.	d		
			Payments to Officers, Directors, & Affiliates	Payments to Others	
	Salaries and fees		. 🗆 \$		
	Purchase of real estate		S	\$_2,925,000.00	
	Construction or leasing of plant buildings and fa	acilities	\$		
	Acquisition of other businesses (including the v offering that may be used in exchange for the as issuer pursuant to a merger)		☐ \$		
	Repayment of indebtedness		_		
	Other (specify): Acquisition Fee		\$ 94,500.00	. 🗋 \$	
	Acquisition Costs and Capital Improvements		\$	Z \$ 930,500.00	
	Column Totals	\$_94,500.00	\$ 3,905,500.0		
	Total Payments Listed (column totals added)	□ \$ <u>-4.</u>	\$\frac{4,000,000.00}{}		
		D. FEDERAL SIGNATURE			
sign	ature constitutes an undertaking by the issuer to fi	ne undersigned duly authorized person. If this notice urnish to the U.S. Securities and Exchange Commic credited investor pursuant to paragraph (b)(2) of	ssion, upon writte		
Issı	er (Print or Type)	0	Date		
ML	G Capital 2008 LLC	Andrew C. Jeste	8/11/08		
Nai	ne of Signer (Print or Type)	Title of Signer (Print or Type)	-		
And	rew C. Teske	Vice President			

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE						
1.	Is any party described in 17 CFR 230.262 presently subject to any of the disqualification	Yes	No			
	provisions of such rule?		X			

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature	Date
MLG Capital 2008 LLC	andrew L. Jeste	8/11/08
Name (Print or Type)	Title (Print or Type)	
Andrew C. Teske	Vice President	

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX 2 5 1 3 Disqualification under State ULOE Type of security and aggregate Intend to sell (if yes, attach to non-accredited offering price Type of investor and explanation of offered in state amount purchased in State investors in State waiver granted) (Part C-Item 2) (Part B-Item 1) (Part C-Item 1) (Part E-Item 1) Number of Number of Non-Accredited Accredited State Yes No Investors Amount Investors Amount Yes No AL ΑK ΑZ ARCA CO CT DE DC X 4 \$1,435,000.b FL GA Ш ID IL1 \$25,000.00 IN IΑ KS ΚY LA ME MD \$100,000.00 1 MA MI MN MS

APPENDIX 2 3 4 5 Disqualification Type of security under State ULOE and aggregate Intend to sell (if yes, attach offering price Type of investor and to non-accredited explanation of investors in State offered in state amount purchased in State waiver granted) (Part C-Item 2) (Part C-Item 1) (Part B-Item 1) (Part E-Item 1) Number of Number of Accredited Non-Accredited Yes State No Investors Amount Investors Amount Yes No MO MT NE NV NH NJ NM NY NC ND OH OK OR PA RI SC SD TN TXUT VT VAWA wv WI \$2,440,000.0 X 25

	APPENDIX										
1		2	3		4				; lification		
	to non-a	d to sell accredited is in State 3-Item 1)	Type of security and aggregate offering price offered in state (Part C-Item 1)		Type of investor and amount purchased in State (Part C-Item 2)			under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)			
State	Yes	No		Number of Accredited Investors	Accredited Non-Accredited			Yes	No		
WY											
PR											

